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and Debtors in Possession*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:
	: Chapter 11
SEARS HOLDINGS CORPORATION, et al.:	:
	: Case No. 18-23538 (RDD)
Debtors.*	: (Jointly Administered)
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**SUPPLEMENTAL CERTIFICATION OF AMY R. WOLF IN SUPPORT OF
WACHTELL, LIPTON, ROSEN & KATZ'S FIRST INTERIM AND FINAL
FEE APPLICATION FOR COMPENSATION EARNED
FROM OCTOBER 15, 2018 THROUGH MARCH 18, 2019**

* The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innoval Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

I, Amy R. Wolf, under penalty of perjury, certify as follows:

1. I am of counsel to the firm of Wachtell, Lipton, Rosen & Katz (“WLRK”), a law firm whose offices are located at 51 West 52nd Street, New York, NY 10019. Except as otherwise noted, I have personal knowledge of the matters set forth herein, and if called and sworn as a witness, I could and would testify competently thereto.

2. This Supplemental Certification is made in connection with WLRK’s April 12, 2019 application for interim and final compensation and reimbursement of expenses for the period commencing October 15, 2018 through and including March 18, 2019 (the “Application”).[†]

3. As explained in my Amended Declaration dated November 8, 2018, it was not feasible for WLRK to develop budgets because any services it provided would be in response to specific requests from the Debtors or their representatives. Nonetheless, during the pendency of the case, attorneys from WLRK periodically consulted with representatives of the Debtors to provide an estimate of the fees and expenses WLRK expected to incur in the upcoming week or weeks. The amount of WLRK’s actual fees and expenses for which WLRK seeks payment in the Application is substantially less than the aggregate amount of such estimates.

4. As set forth in greater detail in the table annexed as Exhibit A to this Supplemental Certification, the hourly billing rates charged by WLRK for its services provided to the Debtors are comparable to the hourly rates charged by WLRK in other matters for which it charges on an hourly basis. However, the blended rate for this matter is higher than for the other matters. This is attributable principally to the fact that WLRK was retained for the limited purpose of providing the Debtors with access to the historical knowledge and expertise of the

[†] Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Application.

WLRK lawyers who had worked with the Debtors for many years. Principal among those lawyers is Scott K. Charles, who has been the partner in charge of Sears matters since 2005. Out of the approximately 700 hours billed by WLRK in total, approximately 400 were billed by Mr. Charles. Moreover, given his seniority, Mr. Charles has a billable rate at the high end of the range for WLRK partners generally. Both of these factors significantly skew the blended rate. However, the rate billed for Mr. Charles in this matter is identical to the rate billed for Mr. Charles in all other hourly-billed matters. In addition, while the blended rate for the trailing 12-month period for all other matters reflects nine months at 2018 rates and three months at 2019 rates, a substantially greater portion of the hours billed to the Debtors were at 2019 rates (as the engagement only commenced on October 15, 2018). In sum, the discrepancy between the blended rates for this retention and all other hourly-billed matters is a function not of any discriminatory treatment of the Debtors, but of the specialized nature of WLRK's engagement.

Executed this 24th day of April, 2019



Amy R. Wolf
Of Counsel
Wachtell, Lipton, Rosen & Katz

Exhibit A

Comparable and Customary Compensation Disclosures with Fee Applications

Category of Timekeeper	Blended Hourly Rate for trailing 12 months (April 1, 2018 to March 31, 2019)	
	Other hourly-billed matters	Billed to Debtors
Partner	\$1283	\$1447
Of Counsel	\$1271	\$1368
Counsel	\$923	\$990
Associate	\$743	\$907
Paralegal	\$247	\$250
Total Blended Rate	\$860	\$1265